

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

BKY Case No.: 08-46367

ARC Venture Holding, Inc., et al.,

Chapter 7
(Jointly Administered)

Debtors.¹

Brian F. Leonard, Trustee,

Adv. No.: 10-4____

Plaintiff,

vs.

ADVERSARY COMPLAINT

Khoury Consulting, Inc.
d/b/a The Khoury Group,

Defendant.

Brian F. Leonard, the Chapter 7 Trustee of the Bankruptcy Estate of ARC Venture Holding, Inc., et al. ("Trustee"), for his Complaint against Defendant Khoury Consulting, Inc. d/b/a The Khoury Group, states and alleges as follows:

1. On December 8, 2008, the Debtors filed their voluntary Chapter 11 bankruptcy petitions, with the exception Advantage Licensing, LLC, which filed its Chapter 11 petition on January 24, 2009.

¹ Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a Advantage, Case No. 08-46368; Advantage Rent-A-Car, Inc., Case No. 08-46369; Coast Leasing Corp., Case No. 08-46370; Floral Leasing Corp., Case No. 08-46371; Iliad Leasing Corp., Case No. 08-46372; Miso Leasing Corp., Case No. 08-46373; Nugget Leasing Corp., Case No. 08-46374; Okra Leasing Corp., Case No. 08-46375; Rainier Leasing Corp., Case No. 08-46376; San Antonio Rental & Leasing Co., Inc.; Case No. 08-46377; Steamboat Springs Rental and Leasing Co., Inc., Case No. 08-46379; Sun Leasing Corporation, Case No. 08-46380; Tradewinds U-Drive, Inc., Case No. 08-46383 Ute Leasing Corporation, Case No. 08-46384; Advantage Licensing LLC, Case No. 09-40394.

2. The Debtors' cases were converted to Chapter 7 proceedings on June 3, 2009 and Brian F. Leonard was appointed to serve as Trustee. These cases are presently pending before this Court.

3. The Debtor ARC Venture Holdings, Inc. ("ARC Venture") is a Delaware corporation. ARC Venture owns 100% of the shares of Debtor Southwest-Tex Leasing Co., Inc. ("Southwest-Tex Leasing"). Southwest-Tex owns 100% of all of the other Debtors, except the Debtor Advantage Licensing LLC.

4. The Debtors operated a car rental business under the trade name "Advantage Rent-A-Car" ("Advantage"), which maintained its executive offices in Minneapolis, Minnesota and its administrative offices in San Antonio, Texas.

5. The Debtors operated retail rental car offices in California, Florida, Illinois, Minnesota, Missouri, Nevada, Oklahoma, Washington, Arizona, Colorado, Mexico, Hawaii, Utah, and Texas.

6. Defendant Khoury Consulting, Inc. d/b/a The Khoury Group ("Khoury") is a Florida corporation with a principal place of business of 1075 West Morse Boulevard, Winter Park, Florida 32789-3737.

7. On information and belief, Khoury provided consulting services to the Debtors.

8. This Court has jurisdiction over this matter under 28 U.S.C. §§157(b)(2) and 1334, Bankruptcy Rule 5005, Local Rule 1070-1, and 11 U.S.C. §§547, 550 and 551. This is a core proceeding.

9. Southwest-Tex Leasing's records show that it made the following payments to Khoury by check:

September 8, 2008 (cleared on Sept. 17, 2008)	Check No. 1044354	\$59,592.00
September 10, 2008	Check No. 1044361	\$66,605.24
September 19, 2008	Check No. 1044616	\$75,695.56
September 19, 2008	Check No. 1044616	\$38,000.00

(the "Transfers").

10. The Transfers were payments to Khoury, a creditor, on account of antecedent debt.

11. Southwest-Tex Leasing made the Transfers to Khoury within the 90-day period prior to the commencement of the bankruptcy proceeding when the Debtors were insolvent.

12. The Transfers of \$239,892.80 enabled Khoury to receive more than it would have received as a creditor under Chapter 7 of the Bankruptcy Code.

13. The Trustee is entitled to avoid the Transfers of \$239,892.80 to Khoury as preferential transfers under 11 U.S.C. §547(b) and to recover from Khoury the amount of the Transfers, plus interest, under 11 U.S.C. §550.

WHEREFORE, the Trustee seeks a judgment of this Court for the following:

1. Avoiding Southwest-Tex Leasing Co., Inc.'s payments of \$239,892.80 to Khoury Consulting, Inc. as preferential transfers under 11 U.S.C. §547(b);
2. Entering judgment of \$239,892.80, together with interest thereon, against Khoury Consulting, Inc., and in favor of Brian F. Leonard, Trustee, under 11 U.S.C. §§547(b) and 550;
3. Preserving all amounts recovered for the benefit of the Estate under 11 U.S.C. §551;

4. Awarding Brian F. Leonard, Trustee, his costs, disbursements and attorneys' fees as allowed by law; and for such other relief as the Court deems just.

**LEONARD, O'BRIEN
SPENCER, GALE & SAYRE, LTD.**

Dated: March 22, 2010

/e/ Andrea M. Hauser
By _____
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